

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

---

*In re:*

WASHINGTON MUTUAL, INC., *et al.*,  
Debtors.

Chapter 11

Case No. 08-12229 (MFW)

---

JPMORGAN CHASE BANK, N.A.,

Appellant,

v.

WASHINGTON MUTUAL, INC., *et al.*,  
Appellees.

No. 1:09-cv-0615-GMS

BK Adv. Proc. No. 09-50551

BK AP No. 09-0063

---

JPMORGAN CHASE BANK, N.A.,

Appellant,

WASHINGTON MUTUAL, INC. AND  
WMI INVESTMENT CORP.,

Appellees.

No. 1:09-cv-00734-GMS

Adv. Proc. No. 09-50551

---

JPMORGAN CHASE BANK,  
NATIONAL ASSOCIATION

Plaintiff,

v.

WASHINGTON MUTUAL INC., WMI  
INVESTMENT CORP.

and

FEDERAL DEPOSIT INSURANCE  
CORPORATION

Defendants.

Civil Action No. 09-656 (GMS)

X

**STIPULATION TO STAY OF APPEALS**

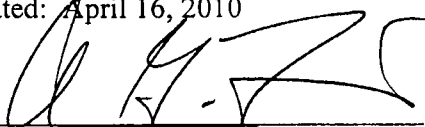
WHEREAS, on March 12, 2010, counsel to Washington Mutual, Inc. (together with WMI Investment Corp., the “Debtors”) announced on the record before the U.S. Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) that they had reached an understanding with JPMorgan Chase Bank, N.A. (“JPMC”) and the Federal Deposit Insurance Corporation, as receiver for Washington Mutual Bank (the “FDIC Receiver”), subject to definitive documentation and other conditions, that would potentially resolve all of their disputes, including the above-referenced proceedings before this Court (the “Actions”).

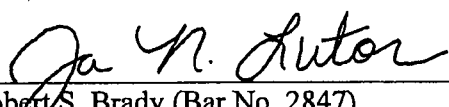
WHEREAS, although the Parties are optimistic that they will be successful in finalizing their agreement, there is no absolute certainty in this regard or that the Bankruptcy Court will approve any agreement presented to it.

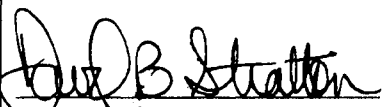
WHEREAS, the Parties are submitting this Stipulation to preserve the status quo while they attempt to finalize their proposed settlement, and this Stipulation is not evidence of any Party’s agreement or lack of agreement to any such settlement or to any term thereof.

NOW THEREFORE, subject to the approval of the Court, in furtherance of the Court’s Order directing the parties to file a Stipulation Staying these Matters for 30 days in lieu of the Letter Request to Stay [D.I. 42], the Parties, by and through their undersigned counsel, agree and stipulate to stay all of the above-captioned proceedings before this Court for thirty (30) days from the date of this Stipulation, or until any party notifies the Court that the action should no longer be stayed.

<p>Dated: April 16, 2010</p> <p><u>/s/ Neil R. Lapinski</u></p> <p>Rafael X. Zahralddin-Aravena (No. 4166)  Neil R. Lapinski (No. 3645)  Shelley A. Kinsella (No. 4023)  <b>ELLIOTT GREENLEAF</b>  1105 North Market Street, Suite 1700  Wilmington, Delaware 19801  Telephone: (302) 354-9400  Facsimile: (302) 384-9399</p> <p>-and-</p> <p>Peter E. Calamari  Michael B. Carlinsky  Susheel Kirpalani  David Elsberg  <b>QUINN EMANUEL URQUHART  &amp; SULLIVAN, LLP</b>  51 Madison Avenue  New York, New York 10010  Telephone: (212) 849-7000  Facsimile: (212) 849-7100</p> <p><i>Special Litigation and Conflicts  Co-Counsel for Washington Mutual, Inc. and  WMI Investment Corp.</i></p>	<p>Dated: April 16, 2010</p> <p>Adam G. Landis (No. 3407)  Matthew B. McGuire (No. 4366)  <b>LANDIS RATH &amp; COBB LLP</b>  919 Market Street, Suite 1800  Wilmington, Delaware 19899  Telephone: (302) 467-4400  Facsimile: (302) 467-4450</p> <p>-and-</p> <p>Robert A. Sacks  Hydee R. Feldstein  <b>SULLIVAN &amp; CROMWELL LLP</b>  1888 Century Park East  Los Angeles, California 90067  Telephone: (310) 712-6600  Facsimile: (310) 712-8800</p> <p>Bruce E. Clark  Stacey R. Friedman  <b>SULLIVAN &amp; CROMWELL LLP</b>  125 Broad Street  New York, New York 10004  Telephone: (212) 558-4000  Facsimile: (212) 558-3588</p> <p><i>Counsel for JPMorgan  Chase Bank, National Association</i></p>
<p>Dated: April 16, 2010</p> <p>David B. Stratton (DE No. 960)  Evelyn J. Meltzer (DE No. 4581)  <b>PEPPER HAMILTON, LLP</b>  Hercules Plaza, Suite 5100  1313 N. Market Street  Wilmington, Delaware 19801  Telephone: (302) 777-6500  Facsimile: (302) 421-8390</p>	<p>Dated: April 16, 2010</p> <p>Robert S. Brady (Bar No. 2847)  M. Blake Cleary (Bar No. 3614)  Jaime N. Luton (Bar No. 4936)  <b>YOUNG CONAWAY STARGATT &amp;  TAYLOR, LLP</b>  The Brandywine Building  1000 West Street, 17th Floor  Wilmington, Delaware 19801</p> <p>Telephone: (302) 571-6600</p>

<p>Dated: April 16, 2010</p> <hr/> <p>Rafael X. Zahralddin-Aravena (No. 4166)  Neil R. Lapinski (No. 3645)  Shelley A. Kinsella (No. 4023)  <b>ELLIOTT GREENLEAF</b>  1105 North Market Street, Suite 1700  Wilmington, Delaware 19801  Telephone: (302) 354-9400  Facsimile: (302) 384-9399</p> <p>-and-</p> <p>Peter E. Calamari  Michael B. Carlinsky  Susheel Kirpalani  David Elsberg  <b>QUINN EMANUEL URQUHART  &amp; SULLIVAN, LLP</b>  51 Madison Avenue  New York, New York 10010  Telephone: (212) 849-7000  Facsimile: (212) 849-7100</p> <p><i>Special Litigation and Conflicts  Co-Counsel for Washington Mutual, Inc. and  WMI Investment Corp.</i></p>	<p>Dated: April 16, 2010</p>  <hr/> <p>Adam G. Landis (No. 3407)  Matthew B. McGuire (No. 4366)  <b>LANDIS RATH &amp; COBB LLP</b>  919 Market Street, Suite 1800  Wilmington, Delaware 19899  Telephone: (302) 467-4400  Facsimile: (302) 467-4450</p> <p>-and-</p> <p>Robert A. Sacks  Hydee R. Feldstein  <b>SULLIVAN &amp; CROMWELL LLP</b>  1888 Century Park East  Los Angeles, California 90067  Telephone: (310) 712-6600  Facsimile: (310) 712-8800</p> <p>Bruce E. Clark  Stacey R. Friedman  <b>SULLIVAN &amp; CROMWELL LLP</b>  125 Broad Street  New York, New York 10004  Telephone: (212) 558-4000  Facsimile: (212) 558-3588</p> <p><i>Counsel for JPMorgan  Chase Bank, National Association</i></p>
<p>Dated: April 16, 2010</p> <hr/> <p>David B. Stratton (DE No. 960)  Evelyn J. Meltzer (DE No. 4581)  <b>PEPPER HAMILTON, LLP</b>  Hercules Plaza, Suite 5100  1313 N. Market Street  Wilmington, Delaware 19801  Telephone: (302) 777-6500  Facsimile: (302) 421-8390</p>	<p>Dated: April 16, 2010</p> <hr/> <p>Robert S. Brady (Bar No. 2847)  M. Blake Cleary (Bar No. 3614)  Jaime N. Luton (Bar No. 4936)  <b>YOUNG CONAWAY STARGATT &amp;  TAYLOR, LLP</b>  The Brandywine Building  1000 West Street, 17th Floor  Wilmington, Delaware 19801</p> <p>Telephone: (302) 571-6600</p>

<p>Dated: April 16, 2010</p> <hr/> <p>Rafael X. Zahralddin-Aravena (No. 4166)  Neil R. Lapinski (No. 3645)  Shelley A. Kinsella (No. 4023)  <b>ELLIOTT GREENLEAF</b>  1105 North Market Street, Suite 1700  Wilmington, Delaware 19801  Telephone: (302) 354-9400  Facsimile: (302) 384-9399</p> <p>-and-</p> <p>Peter E. Calamari  Michael B. Carlinsky  Susheel Kirpalani  David Elsberg  <b>QUINN EMANUEL URQUHART  &amp; SULLIVAN, LLP</b>  51 Madison Avenue  New York, New York 10010  Telephone: (212) 849-7000  Facsimile: (212) 849-7100</p> <p><i>Special Litigation and Conflicts  Co-Counsel for Washington Mutual, Inc. and  WMI Investment Corp.</i></p>	<p>Dated: April 16, 2010</p> <hr/> <p>Adam G. Landis (No. 3407)  Matthew B. McGuire (No. 4366)  <b>LANDIS RATH &amp; COBB LLP</b>  919 Market Street, Suite 1800  Wilmington, Delaware 19899  Telephone: (302) 467-4400  Facsimile: (302) 467-4450</p> <p>-and-</p> <p>Robert A. Sacks  Hydee R. Feldstein  <b>SULLIVAN &amp; CROMWELL LLP</b>  1888 Century Park East  Los Angeles, California 90067  Telephone: (310) 712-6600  Facsimile: (310) 712-8800</p> <p>Bruce E. Clark  Stacey R. Friedman  <b>SULLIVAN &amp; CROMWELL LLP</b>  125 Broad Street  New York, New York 10004  Telephone: (212) 558-4000  Facsimile: (212) 558-3588</p> <p><i>Counsel for JPMorgan  Chase Bank, National Association</i></p>
<p>Dated: April 16, 2010</p> <hr/> <p>David B. Stratton (DE No. 960)  Evelyn J. Meltzer (DE No. 4581)  <b>PEPPER HAMILTON, LLP</b>  Hercules Plaza, Suite 5100  1313 N. Market Street  Wilmington, Delaware 19801  Telephone: (302) 777-6500  Facsimile: (302) 421-8390</p>	<p>Dated: April 16, 2010</p> <hr/> <p>  Robert S. Brady (Bar No. 2847)  M. Blake Cleary (Bar No. 3614)  Jaime N. Luton (Bar No. 4936)  <b>YOUNG CONAWAY STARGATT &amp;  TAYLOR, LLP</b>  The Brandywine Building  1000 West Street, 17th Floor  Wilmington, Delaware 19801</p> <p>Telephone: (302) 571-6600</p>

<p>Dated: April 16, 2010</p> <hr/> <p>Rafael X. Zahralddin-Aravena (No. 4166)  Neil R. Lapinski (No. 3645)  Shelley A. Kinsella (No. 4023)  <b>ELLIOTT GREENLEAF</b>  1105 North Market Street, Suite 1700  Wilmington, Delaware 19801  Telephone: (302) 354-9400  Facsimile: (302) 384-9399</p> <p>-and-</p> <p>Peter E. Calamari  Michael B. Carlinsky  Susheel Kirpalani  David Elsberg  <b>QUINN EMANUEL URQUHART  &amp; SULLIVAN, LLP</b>  51 Madison Avenue  New York, New York 10010  Telephone: (212) 849-7000  Facsimile: (212) 849-7100</p> <p><i>Special Litigation and Conflicts  Co-Counsel for Washington Mutual, Inc. and  WMI Investment Corp.</i></p>	<p>Dated: April 16, 2010</p> <hr/> <p>Adam G. Landis (No. 3407)  Matthew B. McGuire (No. 4366)  <b>LANDIS RATH &amp; COBB LLP</b>  919 Market Street, Suite 1800  Wilmington, Delaware 19899  Telephone: (302) 467-4400  Facsimile: (302) 467-4450</p> <p>-and-</p> <p>Robert A. Sacks  Hydee R. Feldstein  <b>SULLIVAN &amp; CROMWELL LLP</b>  1888 Century Park East  Los Angeles, California 90067  Telephone: (310) 712-6600  Facsimile: (310) 712-8800</p> <p>Bruce E. Clark  Stacey R. Friedman  <b>SULLIVAN &amp; CROMWELL LLP</b>  125 Broad Street  New York, New York 10004  Telephone: (212) 558-4000  Facsimile: (212) 558-3588</p> <p><i>Counsel for JPMorgan  Chase Bank, National Association</i></p>
<p>Dated: April 16, 2010</p>  <p>David B. Stratton (DE No. 960)  Evelyn J. Meltzer (DE No. 4581)  <b>PEPPER HAMILTON, LLP</b>  Hercules Plaza, Suite 5100  1313 N. Market Street  Wilmington, Delaware 19801  Telephone: (302) 777-6500  Facsimile: (302) 421-8390</p>	<p>Dated: April 16, 2010</p> <hr/> <p>Robert S. Brady (Bar No. 2847)  M. Blake Cleary (Bar No. 3614)  Jaime N. Luton (Bar No. 4936)  <b>YOUNG CONAWAY STARGATT &amp;  TAYLOR, LLP</b>  The Brandywine Building  1000 West Street, 17th Floor  Wilmington, Delaware 19801</p> <p>Telephone: (302) 571-6600</p>

<p>-and-</p> <p>Laurence Z. Shiekman Elizabeth S. Campbell <b>PEPPER HAMILTON, LLP</b> 3000 Two Logan Square 18<sup>th</sup> &amp; Arch Streets Philadelphia, Pennsylvania 19103 Telephone: (215) 981-4000 Facsimile: (215) 981-4750</p> <p>-and-</p> <p>Fred S. Hodara Robert A. Johnson <b>AKIN GUMP STRAUSS HAUER &amp; FELD LLP</b> One Bryant Park New York, New York 10036 Telephone: (212) 872-1000 Facsimile: (212) 872-1002</p> <p><i>Attorneys for the Official Committee of Unsecured Creditors of Washington Mutual, Inc., et al.</i></p>	<p>Facsimile: (302) 571-1253 rbrady@ycst.com mbcleary@ycst.com jluton@ycst.com</p> <p>- and -</p> <p>Thomas R. Califano John J. Clarke, Jr. DLA PIPER LLP (US) 1251 Avenue of the Americas New York, New York 10020 Telephone: (212) 335-4500 Facsimile: (212) 335-4501</p> <p><i>Attorneys for the FDIC-Receiver, Appellant</i></p>
---	--